

BALL JANIK LLP

A T T O R N E Y S

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RECORDATION NO. 19688-X FILED

AUG 26 '97

12-39 PM

kmorell@bjllp.com

August 25, 1997

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed are an original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment, a secondary document, dated as of August 22, 1997. The primary document to which this is connected is recorded under Recordation No. 19688. We request that this document be recorded under Recordation No. 19688-X.

The name and address of the parties to the Memorandum of Assignment are:

Debtor/Assignor:

AFG Investment Trust D
88 Broad Street
Boston, Massachusetts 02110

Assignee:

National Railway Equipment Company
14400 South Robey Street
Dixmoor, Illinois 60426

A description of the equipment covered by the Memorandum of Assignment consists of CR 1967, 1968, 1969, 1971, 1972, 1975, 1978, 1979, 1982, 1983, 1986, 1989, 1990, 1991, 1993, 1998, 2000, 2002, 2003, 2004.

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SURFACE TRANSPORTATION
BOARD
AUG 26 12 39 PM '97

BALL JANIK LLP


Honorable Vernon A. Williams
August 25, 1997
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A fee of \$24.00 is enclosed. Please return one original to:

Karl Morell
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Assignment between AFG Investment Trust D, 88 Broad Street, Boston, Massachusetts 02110, (Debtor/Assignor), and National Railway Equipment Company, 14400 South Robey Street, Dixmoor, Illinois 60426 (Assignee), covering CR 1967, 1968, 1969, 1971, 1972, 1975, 1978, 1979, 1982, 1983, 1986, 1989, 1990, 1991, 1993, 1998, 2000, 2002, 2003, 2004.

Very Truly Yours,

A handwritten signature in cursive script that reads "Karl Morell".

Karl Morell

Enclosures

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Executed as of August 22, 1997

By: AFG ASIT Corporation
its Trustee

By: Gail D. Ofgant
Gail D. Ofgant
Vice President

COMMONWEALTH OF MASSACHUSETTS)
)
COUNTY OF SUFFOLK)

Alfredo Mirra
Notary Public

My Comm. Expires Feb. 7, 2003

My Commission expires:

CERTIFICATION

I, KARL MORELL, have compared this copy to the original of the Memorandum of Assignment dated as of August 22, 1997, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in cursive script, reading "Karl Morell", written over a horizontal line.

Karl Morell
August 25, 1997